

7127-B  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded

SECOND LEASE AMENDMENT FEB 11 1974 -9 20 AM

INTERSTATE COMMERCE COMMISSION

SECOND LEASE AMENDMENT dated as of January 29, 1974  
between AMERICAN ROAD EQUITY CORPORATION, a Delaware corporation  
(hereinafter called "Lessor") and NORTH AMERICAN CAR CORPORATION,  
a Delaware corporation (hereinafter called "Lessee"),

WHEREAS, the Lessor and Lessee have entered into a Lease  
of Railroad Equipment dated as of August 1, 1973 covering the Units  
of Railroad Equipment described on Schedule A hereto.

WHEREAS, said Lease of Railroad Equipment was modified  
by a letter agreement dated as of August 9, 1973 (said Lease of  
Railroad Equipment, as so modified, being hereinafter called the  
"Lease") and

WHEREAS, such Lease has been amended by Lease Amendment  
dated as of December 1, 1973, and

WHEREAS, said Lease of Railroad Equipment and Lease  
Amendment were filed and recorded with the Interstate Commerce  
Commission pursuant to Section 20c of the Interstate Commerce Act  
respectively on August 10, 1973 (recordation No. 7127) and December  
26, 1973 (recordation No. 7127-A), and

desire to  
WHEREAS, the Lessor and Lessee/further amend, modify and supplement the Lease for the purpose of deleting some Units of Equipment from the Lease and subjecting additional Units to the Lease as hereinafter more fully provided.

NOW THEREFORE in consideration of the premises and of other mutual considerations, the receipt and sufficiency of which are hereby acknowledged, the Lessor and Lessee hereby agree as follows

Schedule A to the Lease is hereby modified so that the Schedule in its entirety shall read as set forth on Annex A hereto.

This Second Lease Amendment is hereby made supplemental to and a part of the Lease and, except as expressly modified, amended and supplemented by this Second Lease Amendment, the Lease is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the parties hereto, each pursuant to duly corporate authority, have caused this instrument to be duly executed as of the date first above written.

AMERICAN ROAD EQUITY CORPORATION

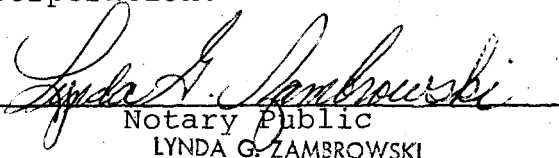
BY B. J. McKenna

NORTH AMERICAN CAR CORPORATION

BY Martin A. Elger

STATE OF MICHIGAN     )  
                                  ) SS  
COUNTY OF WAYNE     )

On this 5TH day of FEBRUARY, 1974, before me personally appeared B.J. McKenna, to me personally known, who, being by me duly sworn, says that he is a MANAGING LOAN OFFICER of American Road Equity Corporation that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of said instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

LYNDA G. ZAMBROWSKI  
Notary Public, Wayne County, Michigan  
My Commission Expires March 6, 1976

STATE OF ILLINOIS     )  
                                  ) SS  
COUNTY OF COOK     )

On the 4th day of February, 1974, before me personally appeared Martin A. Lynch, to me personally known, who being by me duly sworn, says that he is a Vice President of North American Car Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of said instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

7/27-B

## ANNEX A

## SCHEDULE A

UNITS SELECTED FOR LEASE IN - AMREC

<u>Manufacturer</u>	<u>Type</u>	<u>Lessee</u>	<u>Quantity</u>	<u>Lessees Car Numbers (both inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Estimated Term and Place of Delivery</u>
Pullman Incorporated (Pullman Standard Division)	Class LO, 100 ton, 4,750 cubic foot capacity covered hopper cars	Milwaukee Railroad	200	MILW 100S53 to 101052	\$ 17,839	\$ 3,567,800	August, 1973/ Youngstown, Ohio
Pullman Incorporated	Class LO, 100 ton, 4,750 cubic foot capacity covered hopper cars	Farmers Union	100	NAHX 46700 to 46799	17,935	1,793,500	November, 1973 Youngstown, Ohio
Harrill Car Manufacturing	Class LU, 70 ton, 50'6" All Door Cars	Georgia Pacific	25	LUNX 4995 to 5019	26,243	656,075	February, 1974/ Hammond, Indiana
		Brooks Scanlon	30	LUNX 5030 to 5059	26,200	786,000	January, 1974/ Hammond, Indiana
Pullman Incorporated	Class LO, 100 ton, 4,750 cubic foot capacity covered hopper cars	Cook Industries	100	NAHX 54100 to 54199	17,950	1,795,000	January, 1974/ Youngstown, Ohio
Pullman Incorporated	Class LO, 100 ton, 4,750 cubic foot capacity covered hopper cars	Garvey Elevators	50	NAHX 54400 to 54449	18,061	903,062	January, 1974/ Youngstown, Ohio
		Benson Quinn	50	NAHX 54450 to 54499	18,036	901,800	January, 1974/ Youngstown, Ohio
Butler Manufacturing Company and North American Car Corporation	Class LO, 100 ton, 3,000 cubic foot capacity PD hopper cars	No lessees	4	NAHX 93023, 93024 93033 and 93034	23,200	92,800	September thru December, 1973/ Hammond, Indiana
North American Car Corporation	Class LO, 100 ton, 4,750 cubic foot capacity covered hopper cars	* See Exhibit A attached	182	NAHX 53671 to 53698; 53719 to 53872	18,700	3,403,400	August thru Decembe 1973/ Hammond, Indiana
North American Car Corporation	Class LO, 100 ton, 4,750 cubic foot capacity covered hopper cars	CGF Grain Co.	50	NAHX 53875 to 53924	19,000	950,000	January, February, 1974/ Hammond, Indiana
North American Car Corporation	Class LO, 100 ton, 4,750 cubic foot capacity covered hopper cars	Hopple Farmers	10	NAHX 53925 to 53933 53934	19,000	570,000	February, 1974/ Hammond, Indiana
		Dawson Mills	20	NAHX 53935 to 53954			

821\*

\$ 15,110,437\*

Units not needed to reach the total of \$15,000,000 will be deleted as needed from the final groups of cars as appropriate.